

**THE  
GREENBRIER  
COMPANIES**

The Greenbrier Companies

One Centerpointe Drive Suite 200  
Lake Oswego Oregon 97035  
503 584 7000 Fax 503 684 7553

July 26, 1995

19400 A

Mr. Vernon A. Williams  
Secretary  
Interstate Commerce Commission  
12th and Constitution Avenues, N.W.  
Washington, D.C. 20423

Dear Mr. Williams:

Enclosed for recordation pursuant to the provisions of 49 U.S.C. Section 303 are three (3) originals and two (2) photocopies of Memorandum of Lease Agreement Rider No. 2 dated as of July 18, 1995, a secondary document as defined in the Rules for the Recordation of Documents, 49 C.F.R. Section 1177.

This document relates to the Memorandum of Lease Agreement dated as of April 4, 1995 which was duly filed and recorded on May 8, 1995 and assigned Recordation Number 19400.

The names and addresses of the parties to the enclosed document are:

LESSOR: Greenbrier Leasing Corporation  
One Centerpointe Drive, Suite 200  
Lake Oswego, Oregon 97035

LESSEE: Burlington Northern Railroad Company  
3800 Continental Plaza  
777 Main Street  
Fort Worth, TX 76102

RECEIVED  
OFFICE OF THE  
SECRETARY  
JUL 31 3 50 PM '95  
LICENSING BRANCH

Mr. Vernon A. Williams

July 26, 1995

Page 2

A description of the railroad equipment covered by the enclosed document is:

Forty-three (43) All-Purpose Husky Stack® 3-Unit Drawbar connected TOFC/COFC Double Stack railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 63316 through BN 63358, inclusive.

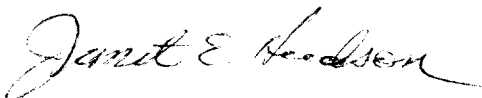
Also enclosed is a payment of \$21 payable to the order of the Interstate Commerce Commission covering the required recordation fee.

Kindly return stamped copies of the enclosed document not needed for your files to the undersigned.

A short summary of the enclosed secondary document to appear in the Commission's Index is:

Memorandum of Lease Agreement dated as of April 4, 1995 with Rider No. 2 dated as of July 18, 1995 between Greenbrier Leasing Corporation, Lessor, and Burlington Northern Railroad Company, Lessee, covering forty-three (43) All-Purpose Husky Stack® 3-Unit Drawbar connected TOFC/COFC Double Stack railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 63316 through BN 63358, inclusive.

Sincerely,



Janet E. Hudson

Administrative Assistant - Legal

jeh

Enclosure

cc: Robert W. Alvord, Esq.



Interstate Commerce Commission  
Washington, D.C. 20423-0001

7/31/95

Office Of The Secretary

Janet E. Hudson  
Administrative Assistant-Legal  
The Greenbrier Companies  
One Centerpointe Drive, Ste. 200  
Lake Oswego Oregon 97035

Dear Madam:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 7/31/95<sup>at</sup> 3:55PM , and assigned recordation number(s). 19400-A.

Sincerely yours,  
*Vernon A. Williams*

Vernon A. Williams  
Secretary

Enclosure(s)

(0100716002)

\$ 21.00 The amount indicated at the left has been received in payment of a fee in connection with a document filed on the date shown. This receipt is issued for the amount paid and in no way indicates acknowledgment that the fee paid is correct. This is accepted subject to review of the document which has been assigned the transaction number corresponding to the one typed on this receipt. In the event of an error or any questions concerning this fee, you will receive a notification after the Commission has had an opportunity to examine your document.

Signature

*Janice M. Fort*

19400 -A  
JUL 19 1995

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MEMORANDUM OF LEASE AGREEMENT

BETWEEN

GREENBRIER LEASING CORPORATION ("LESSOR")

AND

BURLINGTON NORTHERN RAILROAD COMPANY ("LESSEE")

APRIL 4, 1995

RIDER NO. 2 DATED AS OF JULY 18, 1995

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Memorandum of a Lease Agreement made and entered into as of April 4, 1995 with Rider No. 2 dated as of July 18, 1995 by and between Greenbrier Leasing Corporation, a Delaware corporation, ("Lessor") and Burlington Northern Railroad Company, a Delaware corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and the Lessee has agreed to lease from Lessor forty-three (43) All-Purpose Husky Stack® 3-Unit Drawbar connected TOFC/COFC Double Stack railcars manufactured by Gunderson, Inc. of Portland, Oregon marked and numbered BN 63316 through BN 63358, inclusive.
2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the Lease Term, as defined in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

GREENBRIER LEASING CORPORATION

By: Norris M. Webb, E.V.P.

BURLINGTON NORTHERN RAILROAD COMPANY

By: Glen Simon

STATE OF OREGON  
COUNTY OF CLACKAMAS

)  
) ss.  
)

On this 19<sup>th</sup> day of July, 1995, before me personally appeared Norriss M. Webb, to me personally known, who being by me duly sworn, says that he is the Executive Vice President of GREENBRIER LEASING CORPORATION that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Janet E. Hudson  
NOTARY PUBLIC

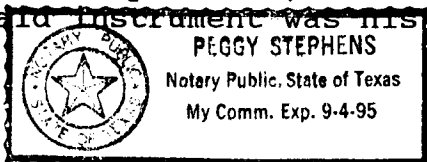
My commission expires: 5/28/98



STATE OF Texas  
COUNTY OF Tarrant

)  
) ss.  
)

On this 21<sup>st</sup> day of July, 1995, before me personally appeared Roger Simon, to me personally known, who being by me duly sworn, says that he is the Equipment Manager of BURLINGTON NORTHERN RAILROAD COMPANY that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.



Peggy Stephens  
NOTARY PUBLIC

My commission expires: